

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
155 North Wacker Drive
Chicago, Illinois 60606-7120
(312) 407-0700

Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**SECOND SUPPLEMENTAL ORDER ON DEBTORS' THIRTY-FIFTH
OMNIBUS OBJECTION TO CLAIMS (DISALLOWANCE OF (I) CERTAIN
AMENDED CLAIMS; AND (II) CERTAIN DUPLICATE CLAIMS)**

THIS MATTER having come before the Court on the Debtors'
Thirty-Fifth Omnibus Objection to Claims (Disallowance of (I)
Certain Amended Claims; and (II) Certain Duplicate Claims) (the
"Objection"), which requested, among other things, that the
claims specifically identified on Exhibit C and Exhibit D
attached to the Objection be disallowed for those reasons set
forth in the Objection; and it appearing that due and proper

notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and the Court having entered the Order on Debtors' Thirty-Fifth Omnibus Objection to Claims (Disallowance of (I) Certain Amended Claims; and Certain Duplicate Claims) on October 29, 2009 (Docket No. 5396) (the "Initial Order"); and the Debtors having submitted the Supplemental Order on Debtors' Thirty-Fifth Omnibus Objection to Claims (Disallowance of (I) Certain Amended Claims; and Certain Duplicate Claims) to the Court (the "Supplemental Order"); and it appearing that certain claimants filed responses to the Objection (the "Responses") asserting that the claimants did not file duplicative proofs of claim, but rather duplicative claims were mistakenly docketed by the Debtors' claims noticing and balloting agent (the "Claims Agent"); and it appearing that the Claims Agent did in fact docket duplicate claims; that based on this acknowledgement the Responses have been resolved; and it appearing that the relief requested in the Objection is in the best interest of the Debtors, their estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. By agreement of the parties, the Claims identified on

Exhibit A, as attached hereto and incorporated herein, are disallowed solely for administrative purposes in these bankruptcy cases.

2. Any of the Debtors' costs associated with the Responses shall be borne by the Claims Agent.

3. The Debtors' rights to object to any claim, including (without limitation) the Claims, on any grounds that the applicable law permits are not waived and are expressly reserved, and the rights of the claimants, whose claims are subject to this Order, to assert any claims other than duplicate claims that are the subject of this Order and any available response to any objection raised are likewise reserved.

4. To the extent this Order conflicts with the Initial Order and/or the Supplemental Order, this Order shall control.

5. The Debtors shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before five (5) business days from the entry of this Order.

Dated: Richmond, Virginia
_____, 2010

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
155 North Wacker Drive
Chicago, Illinois 60606-1720
(312) 407-0700

- and -

/s/ Douglas M. Foley
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel to the Debtors
and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley

\10099636.7

EXHIBIT A

CLAIM TO BE DISALLOWED *				SURVIVING CLAIM *			
Claim:	14073	Debtor:	CIRCUIT CITY STORES WEST COAST, INC. (08-35654)	Claim:	14065	Debtor:	CIRCUIT CITY STORES WEST COAST, INC. (08-35654)
Date Filed:	06/30/2009	Secured:		Date Filed:	06/30/2009	Secured:	
Creditor's Name and Address:		Priority:		Creditor's Name and Address:		Priority:	
BEAR VALLEY ROAD PARTNERS LLC		Administrative:	\$36,335.39	BEAR VALLEY ROAD PARTNERS LLC		Administrative:	\$36,335.39
ATTN BRAD BECKER		Reclamation::		ATTN BRAD BECKER		Reclamation::	
C O BECKER DEVELOPMENT INVESTMENTS		Unsecured:		C O BECKER DEVELOPMENT INVESTMENTS		Unsecured:	
12730 HIGH BLUFF DR				12730 HIGH BLUFF DR			
SAN DIEGO, CA 92130		Total:	\$36,335.39	SAN DIEGO, CA 92130		Total:	\$36,335.39
Claim:	14072	Debtor:	CIRCUIT CITY STORES WEST COAST, INC. (08-35654)	Claim:	14067	Debtor:	CIRCUIT CITY STORES WEST COAST, INC. (08-35654)
Date Filed:	06/30/2009	Secured:		Date Filed:	06/30/2009	Secured:	
Creditor's Name and Address:		Priority:		Creditor's Name and Address:		Priority:	
GMS GOLDEN VALLEY RANCH LLC		Administrative:	\$5,264.55	GMS GOLDEN VALLEY RANCH LLC		Administrative:	\$5,264.55
ATTN MICHAEL STRAHS		Reclamation::		ATTN MICHAEL STRAHS		Reclamation::	
C O TERRAMAR RETAIL CENTERS		Unsecured:		C O TERRAMAR RETAIL CENTERS		Unsecured:	
5973 AVENIDA ENCINAS				5973 AVENIDA ENCINAS			
CARLSBAD, CA 92008-0000		Total:	\$5,264.55	CARLSBAD, CA 92008-0000		Total:	\$5,264.55
Claim:	14068	Debtor:	CIRCUIT CITY STORES WEST COAST, INC. (08-35654)	Claim:	14066	Debtor:	CIRCUIT CITY STORES WEST COAST, INC. (08-35654)
Date Filed:	06/30/2009	Secured:		Date Filed:	06/30/2009	Secured:	
Creditor's Name and Address:		Priority:		Creditor's Name and Address:		Priority:	
LAGUNA GATEWAY PHASE 2 LP		Administrative:	\$58,908.69	LAGUNA GATEWAY PHASE 2 LP		Administrative:	\$58,908.69
ATTN JOHN L PAPPAS		Reclamation::		ATTN JOHN L PAPPAS		Reclamation::	
C O PAPPAS INVESTMENTS		Unsecured:		C O PAPPAS INVESTMENTS		Unsecured:	
2020 L ST 5TH FL				2020 L ST 5TH FL			
SACRAMENTO, CA 95814		Total:	\$58,908.69	SACRAMENTO, CA 95814		Total:	\$58,908.69
Claim:	14077	Debtor:	CIRCUIT CITY STORES WEST COAST, INC. (08-35654)	Claim:	14069	Debtor:	CIRCUIT CITY STORES WEST COAST, INC. (08-35654)
Date Filed:	06/30/2009	Secured:		Date Filed:	06/30/2009	Secured:	
Creditor's Name and Address:		Priority:		Creditor's Name and Address:		Priority:	
MANTECA STADIUM PARK LP		Administrative:	\$52,683.77	MANTECA STADIUM PARK LP		Administrative:	\$52,683.77
ATTN DONALD GLATTHORN		Reclamation::		ATTN DONALD GLATTHORN		Reclamation::	
C O KITCHELL DEVELOPMENT COMPANY		Unsecured:		C O KITCHELL DEVELOPMENT COMPANY		Unsecured:	
703 PALOMAR AIRPORT RD NO 320				703 PALOMAR AIRPORT RD NO 320			
CARLSBAD, CA 92011		Total:	\$52,683.77	CARLSBAD, CA 92011		Total:	\$52,683.77

EXHIBIT A			
CLAIM TO BE DISALLOWED *		SURVIVING CLAIM *	
Claim: 14076	Debtor: CIRCUIT CITY STORES WEST COAST, INC. (08-35654)	Claim: 14074	Debtor: CIRCUIT CITY STORES WEST COAST, INC. (08-35654)
Date Filed: 06/30/2009	Secured:	Date Filed: 06/30/2009	Secured:
Creditor's Name and Address:	Priority:	Creditor's Name and Address:	Priority:
SWEETWATER ASSOCIATES LIMITED	Administrative: \$40,928.54	SWEETWATER ASSOCIATES LIMITED	Administrative: \$40,928.54
PARTNERSHIP	Reclamation::	PARTNERSHIP	Reclamation::
ATTN KERRIE L OZARSKI REAL ESTATE	Unsecured:	ATTN KERRIE L OZARSKI REAL ESTATE	Unsecured:
MANAGER	Total: \$40,928.54	MANAGER	Total: \$40,928.54
C O STEPSTONE REAL ESTATE SERVICES		C O STEPSTONE REAL ESTATE SERVICES	
1660 UNION ST 4TH FL		1660 UNION ST 4TH FL	
SAN DIEGO, CA 92101-2926		SAN DIEGO, CA 92101-2926	

Total Claims To Be Duplicated:5

Total Asserted Amount To Be Duplicated:\$194,120.94